

TRINITY INDUSTRIES LEASING COMPANY

A Subsidiary of Trinity Industries, Inc.



RECORDATION NO. 17848-N

FILED 1495

OCT 27 1995 4:30 PM

INTERSTATE COMMERCE COMMISSION

October 25, 1995

LICENSING BRANCH

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RECEIVED
OFFICE OF THE
SECRETARY

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 9)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

Two (2) executed originals of a Bill of Sale, a secondary document, dated October 25, 1995, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Bill of Sale referenced above relates to the Second Supplement to the Equipment Trust Agreement dated as of March 17, 1995, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 17848-F on March 21, 1995, along with Assignment and Bill of Sale under Recordation Nos. 17848-G and 17848-I.

The enclosed Bill of Sale referenced above, relates to 84 railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 901 Main Street, Dallas, Texas 75202.

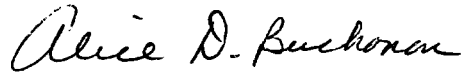
Enclosed is our firm's check in the amount of \$21.00 to cover the recordation fee.

You are hereby authorized to deliver any unneeded copies of the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

Secondary Document. Bill of Sale, a secondary document, dated October 25, 1995, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of June 30, 1992 referred to above.

Very truly yours,

A handwritten signature in cursive script that reads "Alice D. Buchanan".

Alice D. Buchanan
Paralegal

RAF:ps
Enclosures

BILL OF SALE

(Series 9-LC)

NATIONSBANK OF TEXAS, N.A.,
AS TRUSTEE
TO

RECORDATION NO. 12848-N FILED 1475

OCT 27 1995 - 30 PM

TRINITY INDUSTRIES LEASING COMPANY

VIRGINIA COMMERCE COMMISSION

NationsBank of Texas, N.A., as Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 5.05(a) of that certain Equipment Trust Agreement dated as of June 30, 1992 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated October 25, 1995, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the 84 railcars (the "Trust Equipment") described on Exhibit A hereto covered by the following Railroad Car Lease Agreement: Eighty Four (84) railcars covered by the existing Lease Agreement dated August 25, 1994, between Trinity Industries Leasing Company and Excel Railcar Corporation (Partial Rider 1) as described on Exhibit A to the Second Supplement to the Agreement together with all right, title and interest of the Trustee in and to any and all existing leases or subleases in respect of the Trust Equipment as described on Exhibit B hereto (the "Existing Leases").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, NationsBank of Texas, N.A. as such trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 26th day of October, 1995.

NATIONSBANK OF TEXAS, N.A.

By: 

Vice President

Attest:


Assistant Vice President

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 26th day of October, 1995, before me personally appeared Robert Patterson, to me personally known, who being by me duly sworn, says that he is the Vice President of NationsBank of Texas, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

B. H. Smith
Signature of Notary Public

My Commission Expires:

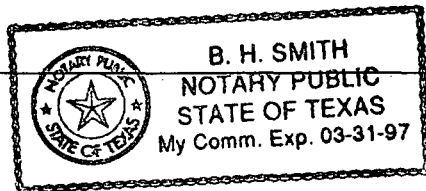


EXHIBIT A

1. , Railroad Car Net Lease Agreement, dated August 25, 1994 between Trinity Industries Leasing Company and Excel Railcar Corporation, covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
84	2,950 cu. ft. Lo Covered Hopper Cars	ERCX 9400 - 9483